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Attorneys for Freudenberg-NOK General Partnership
(and its subsidiary Freudenberg-NOK, Inc.)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

DELPHI CORPORATION, et al

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

**OBJECTION OF FREUDENBERG-NOK GENERAL PARTNERSHIP (AND ITS
SUBSIDIARY FREUDENBERG-NOK, INC.) TO REORGANIZED DEBTORS'
MOTION FOR ORDER UNDER 11 U.S.C. § 105 AND FED. R. BANKR. P. 7041 AND
9014 (I) DISMISSING CERTAIN OFF-CALENDAR MOTIONS AND CONTESTED
MATTERS AND (II) OVERRULING, WITHDRAWING, OR OTHERWISE
DISMISSING OR DEEMING MOOT CERTAIN OBJECTIONS LODGED IN
CONNECTION WITH PROCEDURES SET FORTH IN DEBTORS' 2007
SOLICITATION PROCEDURES MOTION**

Freudenberg-NOK General Partnership (and its subsidiary and Freudenberg-NOK, Inc.)
("Objecting Parties"), in support of their objection to Reorganized Debtors' Motion for Order
Under 11 U.S.C. § 105 and Fed. R. Bankr. P. 7041 and 9014 (I) Dismissing Certain Off-
Calendar Motions and Contested Matters and (II) Overruling, Withdrawing, or Otherwise
Dismissing or Deeming Moot Certain Objections Lodged in Connection with Procedures Set
Forth in Debtors' 2007 Solicitation Procedures Motion ("Motion"), state as follows:

Background

1. On October 8, 2005 (the “Petition Date”) and on October 14, 2005, each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

2. On October 29, 2009, Reorganized Debtors file the Motion in which they seek to deem as moot that objection filed by Objecting Parties and certain affiliated entities to certain cure notices provided with respect to certain executory contracts that Debtors intended to assume and assign (“Objection”) [Docket #12571].

3. Debtor and Objecting Parties resolved the Objection, and other certain matters, under that certain Stipulation and Order Resolving Objections by certain Freudenberg Entities to Approval and/or Confirmation of Debtors’ First Amended Joint Plan of Reorganization (“Stipulation”) [Docket #18749].

4. Reorganized Debtors, however, failed to comply with the Stipulation because they did not pay the certain amounts owing to Objecting Parties on October 6, 2009, as required under paragraph 9 of the Stipulation.

5. Unless and until Reorganized Debtors comply with the Stipulation, the Motion should be denied with respect to the Objection.

CONCLUSION

Objecting Parties respectfully request that the Court deny the Motion as it relates to the Objection.

Respectfully submitted,

BODMAN LLP

Dated: November 11, 2009

By: /s/ Ralph E. McDowell

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CERTIFICATE OF SERVICE

The undersigned certifies that a true and correct copy of the foregoing *Objection of Freudenberg-NOK General Partnership (and Its Subsidiary Freudenberg-NOK, Inc.) to Reorganized Debtors' Motion for Order Under 11 U.S.C. § 105 and Fed. R. Bankr. P. 7041 and 9014 (I) Dismissing Certain Off-Calendar Motions and Contested Matters and (II) Overruling, Withdrawing, or Otherwise Dismissing or Deeming Moot Certain Objections Lodged in Connection with Procedures Set Forth in Debtors' 2007 Solicitation Procedures Motion* was electronically filed using the Court's CM/ECF filing system, and that a true and correct copy of the same was served via Federal Express to the parties identified below:

DPH Holdings
5725 Delphi Drive
Troy, Michigan 48098
Attention: President

Skadden Arps Slate Meagher & Flom LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
Attention: John Wm. Butler, Jr.; John K. Lyons, Joseph N. Wharton

/s/ Ralph E. McDowell
Ralph E. McDowell

Dated: November 11, 2009